

Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline: October 6, 2008 at 4:00 p.m.

Hearing Date: December 15, 2008 at 1:00 p.m.

NOTICE OF FILING OF QUARTERLY FEE APPLICATION

To: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the debtor-in-possession lenders (the "DIP Lenders"); and (7) Counsel to the Official Committee of Equity Holders.

Morrison & Foerster LLP, ordinary course professional to the above-captioned debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), filed and served the *First Quarterly Interim Verified Application of Morrison & Foerster LLP for Compensation for Services and Reimbursement of Expenses as Ordinary*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Course Professional for the Interim Period from April 1, 2007 through June 30, 2007 (the “Fee Application”), seeking compensation for the reasonable and necessary services rendered to the Debtors in the amount of \$163,083.75 and reimbursement for actual and necessary expenses in the amount of \$81,785.02.

Objections or responses to the Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, on or before **October 6, 2008 at 4:00 p.m. Prevailing Eastern Time.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, Janet S. Baer, Kirkland & Ellis, LLP, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware

19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Marla Eskin, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); (vii) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (viii) co-counsel to the Official Committee of Equity Holders, Teresa K.D. Currier, Esquire, Buchanan Ingersoll & Rooney PC, 1000 West Street, Suite 1410, Wilmington, DE 19801.

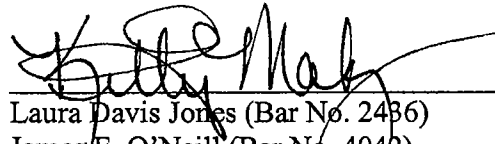
A HEARING ON THE APPLICATION WILL BE HELD BEFORE THE
HONORABLE JUDITH K. FITZGERALD ON **DECEMBER 15, 2008 AT 1:00 P.M.**

Dated: September 16, 2008

KIRKLAND & ELLIS, LLP
David M Bernick P.C.
Janet S. Baer
200 East Randolph Drive
Chicago, IL 60601
(312) 861-2000

and

PACHULSKI STANG ZIEHL & JONES LLP

A handwritten signature in black ink, appearing to read "Laura Davis Jones", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for Debtors and Debtors in Possession

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
 W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) (Jointly Administered)
 Debtors.)
) Objection Deadline: October 10, 2008

**SUMMARY APPLICATION OF MORRISON & FOERSTER LLP
AS ORDINARY COURSE PROFESSIONAL FOR ALLOWANCE OF FEES AND
EXPENSES IN EXCESS OF OCP MONTHLY FEE CAP FOR APRIL 2007**

Name of Applicant: Morrison & Foerster LLP

Authorized to Provide Professional Services to: W.R. Grace & Co., et al.,
Debtors and Debtors-in Possession

Date of Retention: Retained as an Ordinary Course
Professional, April 13, 2001²

Fee Period for which Compensation and
Reimbursement is Sought: April 2007

Amount of Compensation sought as actual,
reasonable and necessary: \$125,907.50

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: \$1,357.46

This is a monthly X monthly ___ interim ___ final application.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² On April 13, 2001, Morrison & Foerster LLP ("Morrison & Foerster") was retained by the Debtors as an ordinary course professional ("OCP") in the Chapter 11 Cases to provide legal services regarding our representation of the Debtors in state tax litigation. On May 1, 2001, Morrison & Foerster filed its affidavit of disinterestedness to support its retention as an OCP. See Docket No. 11490. No objections were filed to Morrison & Foerster's retention. Thus, Morrison & Foerster is employed, and continues to be employed, as an OCP in these Chapter 11 Cases.

9/16/08
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This is Morrison & Foerster LLP's ("Morrison & Foerster") monthly application for interim compensation of services in excess of the OCP cap for the fee period April 1, 2007 through April 30, 2007. Pursuant to the *Order Pursuant to II U.S. C. Pursuant to II U.S. C. §§1107(a) and 1108 Granting Leave in Authorizing the Debtors to Employ and Compensate Ordinary Course Professionals Utilized in the Course of the Debtors' Business* (Docket No. 197), which was later amended on December 10, 2002 (Docket No. 3126) and July 24, 2006 (Docket No. 12855) (as amended collectively, the "OCPI Orders"), Morrison & Foerster is permitted to file its fee application for excess OCP fees and expenses for previous months and future months in which it incurs excess OCP fees and expenses.

For the April 2007 fee period, Morrison & Foerster has incurred and billed \$180,487.72 in legal fees and expenses. The breakdown for legal fees and expenses for April 2007 is as follows:

Dates of Services Rendered	Fees	Expenses	Total	Expected Standard OCP Payment	Excess OCP Fees and Expenses
4/1/07 - 4/30/07	\$125,907.50	\$51,357.46	\$177,264.96	<\$50,000.00>	\$127,264.96

The Morrison & Foerster attorneys who rendered professional services during the Fee Period in excess of the monthly cap for OCP for April 2007, are:

Name of Professional Person	Position with the Applicant and Year Admitted	Hourly Billing Rate ³	Total Billed Hours	Total Compensation
Irwin M. Slomka	Partner, 1980	\$600.00	145.50	\$86,250.00
Paul H. Frankel	Partner, 1961	\$725.00	56.75	\$39,657.50
Totals for Attorneys			202.25	\$125,907.50

Grand Total for Fees: **\$125,907.50**

Total Hours: **202.25**

Blended Rate: **\$622.53**

Expected Normal Course OCP Compensation: **<- 0 ->**

Balance of Compensation Sought in Application: **\$125,907.50**

³ Travel time during which client work was not conducted was billed at half this rate.

Expense Summary

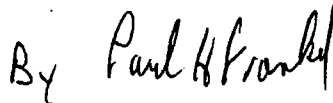
Service Description	Amount
Photocopies	\$404.10
Long Distance Telephone	\$115.75
Fax	\$242.00
Air Freight	\$94.63
On-line Research – LEXIS	\$14.66
Local Massachusetts Attorney Fees – VENDOR: MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, P.C. 4/5/07	\$4,596.98
Expert Fees	\$41,775.00
Travel	\$4,114.34
Grand Total for Expenses	\$51,357.46
Expected Normal Course OCP Compensation:	<\$50,000>
Balance of Expenses Sought in Application	\$1,357.46

WHEREFORE, Morrison & Foerster respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of \$125,907.50 for reasonable and necessary professional services Morrison & Foerster has rendered to the Debtors during the Fee Period (\$100,726.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by Morrison & Foerster during the Fee Period (\$1,357.46); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: September __, 2008
Wilmington, Delaware

Respectfully submitted,

MORRISON & FOERSTER LLP

By 

Paul H. Frankel, Esq.
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8000

ny-806718

MORRISON | FOERSTER

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SAN FRANCISCO
CALIFORNIA 94160-2497

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FACSIMILE: 415.268.7522

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MORRISON & FOERSTER LLP
NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SAN DIEGO, WASHINGTON, D.C.
DENVER, NORTHERN VIRGINIA,
ORANGE COUNTY, SACRAMENTO,
WALNUT CREEK, CENTURY CITY
TOKYO, LONDON, BEIJING,
SHANGHAI, HONG KONG,
SINGAPORE, BRUSSELS

Mr. Tim Cremin
W.R. Grace & Co
5400 Broken Sound Boulevard Nw
Boca Raton, FL 33487-2707

Taxpayer ID #94-0697210

Invoice Number: 4616019

Invoice Date: May 14, 2007

Client/Matter Number: 012642-0000003

Matter Name: NEW YORK TAX

RE: NEW YORK TAX

For Professional Services Rendered and Disbursements Incurred through April 30, 2007

	<u>U.S.Dollars</u>
Current Fees	125,907.50
Current Disbursements	<u>51,357.46</u>
Total This Invoice	<u>177,264.96</u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 026009593

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-6446 or (866) 314-5320

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4616019
Invoice Date: May 14, 2007**Time Detail**

Date	Services	Timekeeper	Hours	Value
02-Apr-2007	Preparation.	Frankel, Paul H.	3.00	2,175.00
02-Apr-2007	Mass.-Conference call with others to discuss conference call review revised with schedules and other charts; prepare.	Slomka, Irwin M.	5.00	3,000.00
03-Apr-2007	Preparation.	Frankel, Paul H.	1.50	1,087.50
03-Apr-2007	Mass.-Conference call facts; conference call with review revised charts and schedules; circulate Tarpon	Slomka, Irwin M.	5.00	3,000.00
04-Apr-2007	Mass.-Trial revise review draft conference call with	Slomka, Irwin M.	9.50	5,700.00
05-Apr-2007	Mass.-Trial review responses review draft	Slomka, Irwin M.	7.50	4,500.00
06-Apr-2007	FIN 48 issues.	Frankel, Paul H.	0.50	362.50
06-Apr-2007	Mass.-Trial identify and assemble further review and revisions	Slomka, Irwin M.	7.00	4,200.00
09-Apr-2007	FIN 48 issues.	Frankel, Paul H.	1.50	1,087.50
09-Apr-2007	Mass.-Conference call with conference call with develop facts regarding follow-up.	Slomka, Irwin M.	8.00	4,800.00
10-Apr-2007	Preparation.	Frankel, Paul H.	1.00	725.00
10-Apr-2007	Mass.-preparation; conference call with review draft conference call with conference call with	Slomka, Irwin M.	8.50	5,100.00
11-Apr-2007	Preparation.	Frankel, Paul H.	2.00	1,450.00
11-Apr-2007	Mass.-Trial review conference call with draft conference call with prepare review	Slomka, Irwin M.	10.00	6,000.00
12-Apr-2007	Preparation.	Frankel, Paul H.	1.00	725.00
12-Apr-2007	Mass.-Trial conference call with prepare letter to review	Slomka, Irwin M.	9.00	5,400.00

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4616019
Invoice Date: May 14, 2007 -

Date	Services	Timekeeper	Hours	Value
13-Apr-2007	Preparation.	Frankel, Paul H.	2.00	1,450.00
13-Apr-2007	Mass.-Trial conference call with meet with conference call with conference call with	Slomka, Irwin M.	8.50	5,100.00
14-Apr-2007	Mss.-Trial assemble prepare	Slomka, Irwin M.	4.00	2,400.00
15-Apr-2007	Mass.-Trial review ; prepare review	Slomka, Irwin M.	4.00	2,400.00
16-Apr-2007	MA case - Trip to (4 hr.) ¹ case preparation (6 hr.)	Frankel, Paul H.	10.00	7,250.00
16-Apr-2007	Mass.-Trial ; revise and finalize : conference call with assemble conference call with travel (3.5 hr.) ¹ prepare	Slomka, Irwin M.	10.00	6,000.00
17-Apr-2007	MA case - Trial	Frankel, Paul H.	11.50	8,337.50
17-Apr-2007	Mass-Trial meetings prepare	Slomka, Irwin M.	15.00	9,000.00
18-Apr-2007	MA case - Preparation for preparation for	Frankel, Paul H.	9.50	6,887.50
18-Apr-2007	Mass-Witness preparation; attend	Slomka, Irwin M.	12.00	7,200.00
19-Apr-2007	MA case - Preparation of trial.	Frankel, Paul H.	5.00	3,625.00
19-Apr-2007	Mass.-Attend trial at travel (3.5 hr.) ²	Slomka, Irwin M.	10.00	4,950.00
20-Apr-2007	MA case - Return (4 hr.) ²	Frankel, Paul H.	6.00	4,350.00
20-Apr-2007	Prepare letter follow-up	Slomka, Irwin M.	6.00	2,900.00
23-Apr-2007	issues.	Frankel, Paul H.	1.50	1,087.50
23-Apr-2007	Revise draft letter on attention to comments from forward draft	Slomka, Irwin M.	6.00	3,600.00
24-Apr-2007	Incorporate additional revisions to forward to	Slomka, Irwin M.	0.50	300.00
27-Apr-2007	issues.	Frankel, Paul H.	.70	507.50
Total Fees				125,907.50

1 Case preparation conducted during travel to Boston.

2 Travel time billed at half the hourly rate.

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4616019
Invoice Date: May 14, 2007**Timekeeper Summary**

No.	Name	Rate ³	Hours	Value
03405	Slomka, Irwin M.	600.00	145.50	86,250.00
07002	Frankel, Paul H.	725.00	56.70	39,657.50
TOTAL			202.20	125,907.50

³ Travel time during which client work was not performed was billed at half this rate.

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4616019
Invoice Date: May 14, 2007**Disbursement Detail**

Date	Description	Value
30-Apr-2007	Photocopies	404.10*
30-Apr-2007	Long Distance Telephone	115.75
30-Apr-2007	Fax	242.00**
30-Apr-2007	Air Freight	94.63
30-Apr-2007	On-line Research - LEXIS	14.66
05-Apr-2007	Local Massachusetts Attorney Fees -	4,596.98
06-Apr-2007	Expert Fees	41,775.00
23-Apr-2007	Travel	1,927.27
27-Apr-2007	Travel	1,858.07
27-Apr-2007	Travel	329.00
Total Disbursements		51,357.46
Total This Invoice		USD 177,264.96

* 4,041 photocopies @ 10¢ per page

** 242 faxes @ \$1 per page

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
 W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) (Jointly Administered)
 Debtors.)
) Objection Deadline: October 10, 2008

**SUMMARY APPLICATION OF MORRISON & FOERSTER LLP
AS ORDINARY COURSE PROFESSIONAL FOR ALLOWANCE OF FEES AND
EXPENSES IN EXCESS OF OCP MONTHLY FEE CAP FOR MAY 2007**

Name of Applicant: Morrison & Foerster LLP

Authorized to Provide Professional Services to: W.R. Grace & Co., et al.,
Debtors and Debtors-in Possession

Date of Retention: Retained as an Ordinary Course
Professional, April 13, 2001²

Fee Period for which Compensation and
Reimbursement is Sought: May 2007

Amount of Compensation sought as actual,
reasonable and necessary: \$37,176.25

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: \$80,427.56

This is a monthly X monthly ___ interim ___ final application.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² On April 13, 2001, Morrison & Foerster LLP ("Morrison & Foerster") was retained by the Debtors as an ordinary course professional ("OCP") in the Chapter 11 Cases to provide legal services regarding our representation of the Debtors in state tax litigation. On May 8, 2001, Morrison & Foerster filed its affidavit of disinterestedness to support its retention as an OCP. See Docket No. 11490. No objections were filed to Morrison & Foerster's retention. Thus, Morrison & Foerster is employed, and continues to be employed, as an OCP in these Chapter 11 Cases.

This is Morrison & Foerster LLP's ("Morrison & Foerster") monthly application for interim compensation of services in excess of the OCP cap for the fee period May 1, 2007 through May 31, 2007. Pursuant to the *Order Pursuant to II U.S. C. §§1107(a) and 1108 Granting Leave in Authorizing the Debtors to Employ and Compensate Ordinary Course Professionals Utilized in the Course of the Debtors' Business* (Docket No. 197), which was later amended on December 10, 2002 (Docket No. 3126) and July 24, 2006 (Docket No. 12855) (as amended collectively, the "OCPI Orders"), Morrison & Foerster is permitted to file its fee application for excess OCP fees and expenses for previous months and future months in which it incurs excess OCP fees and expenses.

For the May 2007 fee period, Morrison & Foerster has incurred and billed \$168,255.77 in legal fees and expenses. The breakdown for legal fees and expenses for May 2007 is as follows:

Dates of Services Rendered	Fees	Expenses	Total	Expected Standard OCP Payment	Excess OCP Fees and Expenses
5/1/07 - 5/31/07	\$37,176.25	\$130,427.56	\$167,603.81	<\$50,000.00>	\$117,603.81

The Morrison & Foerster attorneys who rendered professional services during the Fee Period in excess of the monthly cap for OCP for May 2007, are:

Name of Professional Person	Position with the Applicant and Year Admitted	Hourly Billing Rate ³	Total Billed Hours	Total Compensation
Irwin M. Slomka	Partner, 1980	\$600.00	53.25	\$31,920.00
Paul H. Frankel	Partner, 1961	\$725.00	8.00	\$5,256.25
Totals for Attorneys			61.25	\$37,176.25

Grand Total for Fees: \$37,176.25

Total Hours: 61.25

Blended Rate: \$606.96

Expected Normal Course OCP Compensation: <- 0 ->

Balance of Compensation Sought in Application: \$37,176.25

³ Travel time during which client work was not conducted was billed at half this rate.

Expense Summary

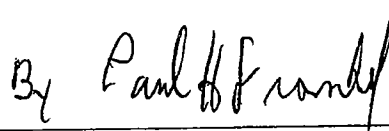
Service Description	Amount
Photocopies	\$71.10
Long Distance Telephone	\$11.10
Air Freight	\$42.43
Messenger Service	\$30.90
Local Arizona Attorney Fees – BANCROFT SUSA & GALLOWAY 4/27/07 - Professional services rendered regarding Arizona Income Tax.	\$884.00
Local Massachusetts Attorney Fees – MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, P.C.	\$32,976.30
Expert and Consultant Fees	\$95,727.47
Travel	\$281.51
Miscellaneous Disbursement – COMMONWEALTH OF MASSACHUSETTS – W.R. Grace V COR Volume 2 C271787.	\$402.75
Grand Total for Expenses	\$130,427.56
Expected Normal Course OCP Compensation	<\$50,000>
Balance of Expenses Sought in Application	\$80,427.56

WHEREFORE, Morrison & Foerster respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of \$37,176.25 for reasonable and necessary professional services Morrison & Foerster has rendered to the Debtors during the Fee Period (\$29,741.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by Morrison & Foerster during the Fee Period (\$80,427.56); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: September __, 2008
Wilmington, Delaware

Respectfully submitted,

MORRISON & FOERSTER LLP

By 

Paul H. Frankel, Esq.
Morrison & Foerster LLP
1290 Avenue of the Americas
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(212) 468-8000

ny-806739

MORRISON | FOERSTER

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NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SAN DIEGO, WASHINGTON, D.C.

DENVER, NORTHERN VIRGINIA,
ORANGE COUNTY, SACRAMENTO,
WALNUT CREEK, CENTURY CITY

TOKYO, LONDON, BEIJING,
SHANGHAI, HONG KONG,
SINGAPORE, BRUSSELS

Mr. Tim Cremin
W.R. Grace & Co
5400 Broken Sound Boulevard Nw
Boca Raton, FL 33487-2707

Taxpayer ID #94-0697210
Invoice Number: 4622960
Invoice Date: June 12, 2007

Client/Matter Number: 012642-0000003

Matter Name: NEW YORK TAX

RE: NEW YORK TAX

For Professional Services Rendered and Disbursements Incurred through May 31, 2007

	<u>U.S.Dollars</u>
Current Fees	37,176.25
Current Disbursements	130,427.56
Total This Invoice	<u>167,603.81</u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 026009593

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4622960
Invoice Date: June 12, 2007**Time Detail**

Date	Services	Timekeeper	Hours	Value
03-May-2007	Revise letter advising on	Slomka, Irwin M.	3.00	1,800.00
04-May-2007	Revise letter on and e-mail to	Slomka, Irwin M.	3.00	1,800.00
08-May-2007	Finalize letter advising on prepare	Slomka, Irwin M.	4.00	2,400.00
09-May-2007	Mass: prepare	Slomka, Irwin M.	4.00	2,400.00
10-May-2007	Mass: revise : discussion with discussion with	Slomka, Irwin M.	1.70	1,020.00
11-May-2007	Mass: revise draft	Slomka, Irwin M.	1.00	600.00
13-May-2007	MA case - Trip to Boston (1.5 hr.); ¹ preparation for	Frankel, Paul H.	2.00	1,450.00
14-May-2007	MA case - Appearance before , meeting with preparation; return trip (1.5 hr.) ²	Frankel, Paul H.	3.00	1,631.25
25-May-2007	Mass: Commence preparation of	Slomka, Irwin M.	5.50	3,300.00
28-May-2007	Mass: prepare	Slomka, Irwin M.	3.00	1,800.00
29-May-2007	MA case	Frankel, Paul H.	1.50	1,087.50
29-May-2007	Mass: prepare	Slomka, Irwin M.	9.00	5,400.00
30-May-2007	MA case	Frankel, Paul H.	1.50	1,087.50
30-May-2007	Mass: prepare	Slomka, Irwin M.	10.00	6,000.00
31-May-2007	Mass: prepare	Slomka, Irwin M.	9.00	5,400.00
Total Fees				37,176.25

1 Case preparation conducted during travel to Boston.

2 Travel time billed at half the hourly rate.

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4622960
Invoice Date: June 12, 2007**Timekeeper Summary**

No.	Name	Rate ³	Hours	Value
03405	Slomka, Irwin M.	600.00	53.20	31,920.00
07002	Frankel, Paul H.	725.00	8.00	5,256.25
TOTAL			61.20	37,176.25

³ Travel time during which client work was not performed was billed at half this rate.

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4622960
Invoice Date: June 12, 2007**Disbursement Detail**

Date	Description	Value
31-May-2007	Photocopies	71.10*
31-May-2007	Long Distance Telephone	11.10
31-May-2007	Air Freight	42.43
31-May-2007	Messenger Service	30.90
27-Apr-2007	Local Arizona Attorney Fees	884.00
02-May-2007	Local Massachusetts Attorney Fees	32,976.30
03-May-2007	Accountant Fees	25,203.52
19-Apr-2007	Expert Fees	20,505.04
21-Apr-2007	Expert Fees	26,405.05
02-May-2007	Expert Fees	1,523.86
02-May-2007	Expert Fees	22,090.00
16-May-2007	Travel	281.51
18-May-2007	Miscellaneous Disbursement	402.75
Total Disbursements		130,427.56
Total This Invoice		USD 168,147.56

* 711 photocopies @ 10¢ per page

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u>,	)	Case No. 01-1139 (JKF)
	)	(Jointly Administered)
Debtors.)	

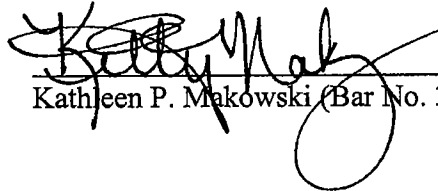
CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 16th day of September, 2008,

I caused a copy of the following documents to be served on the individuals on the attached
service list in the manner indicated:

Notice of Filing of Quarterly Fee Application;

**First Quarterly Interim Verified Application of Morrison & Foerster LLP
for Compensation for Services and Reimbursement of Expenses as Ordinary
Course Professional for the Interim Period from April 1, 2007 through June
30, 2007; Exhibits A and B.**


Kathleen P. Makowski (Bar No. 3648)

Grace Fee Application Service List

Case Number: 01-1139 (JKF)

Document Number: 33512

07 – Hand Delivery

09 – First Class Mail

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

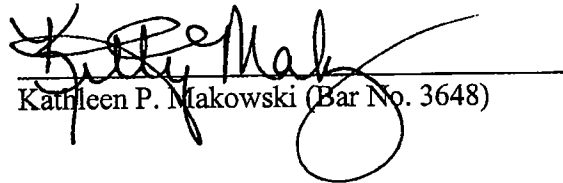
In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u>,	)	Case No. 01-1139 (JKF)
	)	(Jointly Administered)
Debtors.)	

CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 16th day of September, 2008,

I caused a copy of the following document to be served on the individuals on the attached service list in the manner indicated:

Notice of Filing of First Quarterly Interim Verified Application of Morrison & Foerster LLP for Compensation for Services and Reimbursement of Expenses as Ordinary Course Professional for the Interim Period from April 1, 2007 through June 30, 2007.


Kathleen P. Makowski (Bar No. 3648)

W. R. Grace 2002 Service List

Case No. 01-1139 (JKF)

Doc. No. 22588

041 - Hand Delivery

004 – Foreign First Class Mail

202 - First Class Mail

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al., ¹	) Case No. 01-01139 (JKF)
	) (Jointly Administered)
)
Debtors.)
)

**SUMMARY OF FIRST QUARTERLY INTERIM VERIFIED APPLICATION OF
MORRISON & FOERSTER LLP FOR COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES AS ORDINARY COURSE PROFESSIONAL FOR
THE INTERIM PERIOD FROM
APRIL 1, 2007 THROUGH JUNE 30, 2007**

Name of Applicant:	<u>Morrison & Foerster LLP</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retained as an Ordinary Course Professional, April 13, 2001²</u>
Period for which compensation and reimbursement is sought:	<u>April 1, 2007 through June 30, 2007</u>

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² On April 13, 2001, Morrison & Foerster LLP ("Morrison & Foerster") was retained by the Debtors as an ordinary course professional ("OCP") in the Chapter 11 Cases to provide legal services regarding our representation of the Debtors in state tax litigation. On May 8, 2001 Morrison & Foerster filed its affidavit of disinterestedness to support its retention as an OCP. See Docket No. 11490. No objections were filed to Morrison & Foerster's retention. Thus, Morrison & Foerster is employed, and continues to be employed, as an OCP in these Chapter 11 Cases.

Amount of Compensation sought as actual,
reasonable, and necessary:

\$163,083.75

Amount of Expense Reimbursement sought as
actual, reasonable and necessary:

\$81,785.02

This is a: ☐ monthly ☒ quarterly application.

Previous fee applications:

Date Filed	Period Covered	Fees	Expenses	Total	Expected Standard OCP Payment	Excess OCP Fees and Expenses
September __, 2008	4/1 – 4/30/07	\$125,907.50	\$51,357.46	\$177,264.96	<\$50,000>	\$127,264.96
September __, 2008	5/1 – 5/31/07	\$37,176.25	130,427.56	\$167,603.81	<\$50,000>	\$117,603.81

Morrison & Foerster LLP (“Morrison & Foerster”) has not filed certificates of no objection with the Court with respect to the Monthly Fee Applications for April and May 2007 because the objection deadlines will expire within 20 days from the filing of this application. The hearing for the Quarterly Application for the interim period October 1, 2007 through December 31, 2007, has been scheduled for September 29, 2008.

The Morrison & Foerster attorneys who rendered professional services during the Fee Period in excess of the monthly cap for OCP, are³

Name of Professional Person	Position with the Applicant and Year Admitted	Hourly Billing Rate ⁴	Total Billed Hours	Total Compensation
Irwin M. Slomka	Partner, 1980	\$600.00	198.75	\$118,170.00
Paul H. Frankel	Partner, 1961	\$725.00	64.75	\$44,913.75
Totals for Attorneys			263.5	\$163,083.75

Grand Total for Fees **\$163,083.75⁵**
Total Hours **263.5**
Blended Rate: **\$618.91**

³ Any capitalized terms not defined herein have the meaning ascribed to them in the First Quarterly Interim Verified Application of Morrison & Foerster for Compensation for Services and Reimbursement of Expenses as Ordinary Course Professional for April 1, 2007 through June 30, 2007.

⁴ Travel time during which no client work was conducted was billed at half this rate.

EXPENSE SUMMARY

Service Description	Amount
Travel Expense	\$ 4,395.85
Photocopies	\$ 475.20
Long Distance Telephone	\$126.85
Fax	\$ 242.00
Air Freight	\$ 137.06
On-line Research - LEXIS	\$ 14.66
Messenger Service	\$ 30.90
Local Attorney Fees - MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, P.C.	\$ 37,573.28
Expert and Consultant Fees	\$137,502.47
Local Attorney Fees - BANCROFT SUSA & GALLOWAY	\$ 884.00
Miscellaneous Disbursement - COMMONWEALTH OF MASSACHUSETTS	\$ 402.75
Grand Total For Expenses	\$181,785.02
Expected Normal Course OCP Compensation	<\$100,000>
Balance of Expenses Sought in Application	\$81,785.02

ny-806651

⁵ The difference between total fee application amount (\$163,083.75) and the amount based on hours worked (\$163,130.00) is attributable to rounding down the fee application amount to conform to hourly billing increment requirements applicable to Chapter 11 bankruptcy matters.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
)	
Debtors.)	
)	

**FIRST VERIFIED APPLICATION OF MORRISON & FOERSTER LLP FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS
ORDINARY COURSE PROFESSIONAL FOR THE INTERIM PERIOD FROM
APRIL 1, 2007 THROUGH JUNE 30, 2007**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bank. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order"), the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Amended Interim

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Compensation Order") and Del.Bank.LR 2016-2, and the Order Granting Leave in Accordance with the Orders Authorizing the Debtors to Employ and Compensate Ordinary Course Professionals As It Pertains to Morrison & Foerster LLP dated May 3, 2007, Morrison & Foerster LLP ("Morrison & Foerster LLP"), as ordinary course professional for the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") in their chapter 11 cases, hereby applies for an order allowing it (i) compensation for the amount \$163,083.75 for the reasonable and necessary legal services Morrison & Foerster has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that Morrison & Foerster has incurred in the amount of \$81,785.02 (the "Fee Application"), in each case for the period from April 1, 2007 through June 30, 2007 (the "Fee Period"). In support of this Fee Application, Morrison & Foerster respectfully states as follows:

BACKGROUND

Retention of Morrison & Foerster

1. On April 13, 2001, Morrison & Foerster was retained by the Debtors as an ordinary course professional ("OCP") in the Chapter 11 Cases to provide legal services regarding our representation of the Debtors in state tax litigation. On May 8, 2001, Morrison & Foerster filed its affidavit of disinterestedness to support its retention as an OCP. See Docket No. 11490. No objections were filed to Morrison & Foerster's retention. Thus, Morrison & Foerster is employed, and continues to be employed, as an OCP in these Chapter 11 Cases.

2. On September 24, 2007, this Court entered its Order Granting Leave in Accordance with the Orders Authorizing the Debtors to Employ and Compensate Ordinary Course Professionals As It Pertains to Morrison & Foerster LLP.

Monthly Interim Fee Application Covered Herein

3. Pursuant to the procedures set forth in the Interim Compensation Order, as amended by the Amended Interim Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a "Monthly Fee Application"), and the notice parties listed in the Amended Interim Compensation Order may object to such request. If no notice party objects to a professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

4. Furthermore, and also pursuant to the Amended Interim Compensation Order, within 45 days of the end of each quarter, professionals are to file and serve upon the notice parties a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

5. This Fee Application, which is submitted in accordance with the Amended Interim Compensation Order, is the Fee Application for compensation for services rendered that, Morrison & Foerster LLP has filed pursuant to the Order Granting Leave in Accordance with the Orders Authorizing the Debtors to Employ and Compensate Ordinary Course Professionals As It

Pertains to Morrison & Foerster LLP, dated May 3, 2007, and covers the Fee Period of April 1, 2007 through June 30, 2007.

6. Morrison & Foerster has filed the following Monthly Fee Applications for interim compensation during this Fee Period:

- a. Summary Application of Morrison & Foerster LLP as Ordinary Course Professional for Allowance of Fees in Excess of OCP Monthly Fee Cap for April 2007 (the "April Fee Application") attached hereto as Exhibit A; and
- b. Summary Application of Morrison & Foerster LLP as Ordinary Course Professional for Allowance of Fees in Excess of OCP Monthly Fee Cap for May 2007 (the "May Fee Application") attached hereto as Exhibit B.

7. The April and May Fee Applications have not been filed since the objection deadline has not expired.

8. Morrison & Foerster has advised and represented the Debtors in connection with state tax litigation during the period covered by the Fee Application.

Previous Quarterly Fee Applications

9. Morrison & Foerster has not previously filed Quarterly Fee Applications.

Requested Relief

10. By this Fee Application, Morrison & Foerster requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Morrison & Foerster for the Fee Period as detailed in the Applications, less any amounts previously paid to Morrison & Foerster pursuant to the Applications and the procedures set forth in the Amended Interim Compensation Order. As stated above, the full scope of services provided and the related expenses incurred are fully described in the Applications, which are attached hereto as Exhibits A through B.

Disinterestedness

11. On May 8, 2001, Morrison & Foerster filed its affidavit of disinterestedness to support its retention as an OCP. See Docket No. 11490. No objections were filed to Morrison & Foerster's retention. Morrison & Foerster does not hold or represent any interest adverse to the estates, and has been, at all relevant times, a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

REPRESENTATIONS

12. Morrison & Foerster believes that the Fee Application complies with the requirements of Del.Bank.LR 2016-2 and the Amended Interim Compensation Order.

13. Morrison & Foerster performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

14. During the Fee Period, Morrison & Foerster has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases other than the interim compensation payments pursuant to the Amended Interim Compensation Order.

15. Pursuant to Fed. R. Bank. P. 2016(b), Morrison & Foerster has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another part or person other than with the partners, counsel and associates of Morrison & Foerster, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

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WHEREFORE, Morrison & Foerster respectfully requests that the Court enter an order providing that (a) for the Fee Period, April 1, 2006, through April 30, 2006 and May 1, 2006 through May 31, 2007, an administrative allowance be made to Morrison & Foerster in the sum of (i) \$163,083.75 as compensation for reasonable and necessary professional services rendered to the Debtors and (ii) \$81,785.02 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$244,868.77; (b) the Debtors be authorized and directed to pay to Morrison & Foerster the outstanding amount of such sums less any sums previously paid to Morrison & Foerster pursuant to the Applications and the procedures set forth in the Amended Interim Compensation Order and (c) this Court grant such further relief as is equitable and just.

Dated: September __, 2008
Wilmington, Delaware

Respectfully submitted,

MORRISON & FOERSTER, LLP

By Paul H. Frankel

1290 Avenue of the Americas
New York, New York 10104-0050
(212) 468-8000

ny-808841

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
)	
Debtors.)	
)	

VERIFICATION

STATE OF NEW YORK)	
	)	ss.
CITY AND COUNTY OF NEW YORK)	

Paul H. Frankel, after being duly sworn according to law, deposes and says:

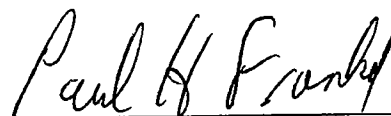
1. I am a senior partner with the applicant law firm Morrison & Foerster LLP ("Morrison & Foerster"), and am admitted to practice before the courts of the following states: New York on January 17, 1983; New Jersey on September 26, 1966; and Virginia on June 5, 1961.

2. I have personally performed many of the legal services rendered by Morrison & Foerster as counsel to the above-captioned debtors and debtors in possession (the "Debtors"), and I am

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

familiar with the other work performed on behalf of the Debtors by the lawyers of Morrison & Foerster.

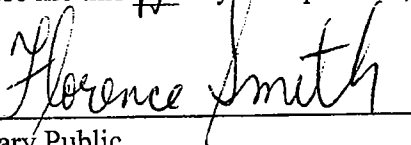
3. I have reviewed the foregoing Application, and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and submit that the Application substantially complies with such rules.



Paul H. Frankel

SWORN AND SUBSCRIBED

before me this 15th day of September, 2008



Notary Public

My Commission Expires:

FLORENCE SMITH
NOTARY PUBLIC, State of New York
No. 31-4776653
Qualified in New York County
Commission Expires June 30, 2011